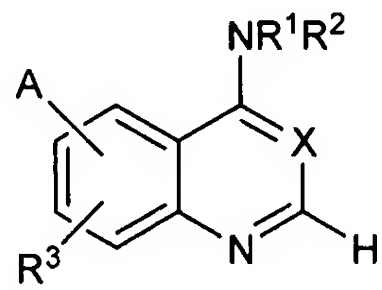
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application.

1. (Presently amended) A compound including resolved enantiomers, diastereomers, solvates and pharmaceutically acceptable salts thereof, said compound comprising Formula **I**:



,

wherein an A group is bonded to at least one of the carbons at the 5, 6, 7 or 8 position of the bicyclic ring, and the ring is substituted by up to three independent R^3 groups;

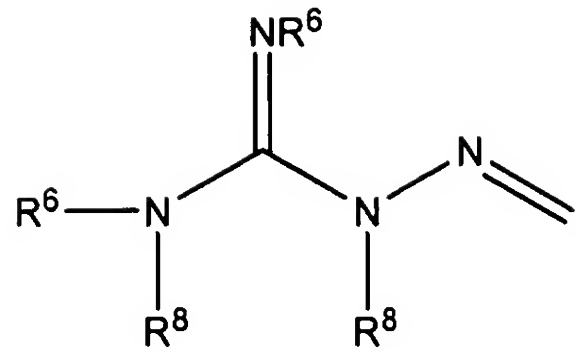
X is N~~, CH, CF or C-CN~~;

R^1 is a substituted or unsubstituted, monocyclic or bicyclic, aryl ~~or heteroaryl~~ moiety;

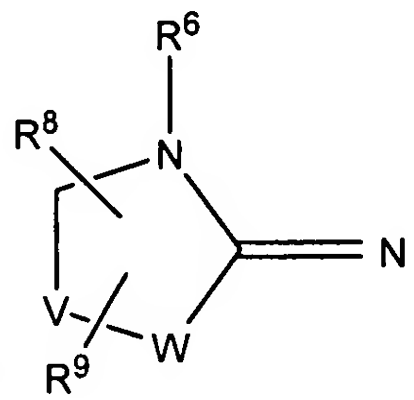
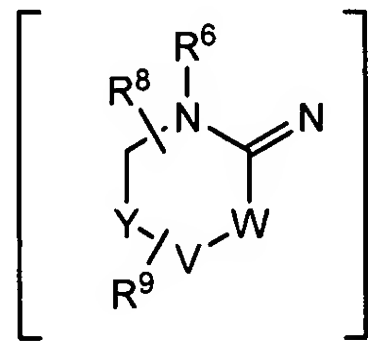
R^2 is H or a substituted or unsubstituted C_{1-8} alkyl;

R^3 is hydrogen, halogen, cyano, nitro, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, $-NR^4SO_2R^5$ $-SO_2NR^6R^4$, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^4C(O)OR^5$, $-NR^4C(O)R^6$, $-C(O)NR^4R^6$, $-NR^4R^6$, $-NR^4C(O)NR^4R^6$, $-OR^6$, $-S(O)R^5$, $-SO_2R^5$, where each of the above alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl portion of R^3 is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, $-NR^4SO_2R^5$, $-SO_2NR^6R^4$, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^4C(O)OR^5$, $-NR^4C(O)CR^6$, $-C(O)NR^4R^6$, $-NR^4R^6$, $-NR^4C(O)NR^4R^6$, $-NR^4C(NCN)NR^4R^6$, $-OR^6$, $-S(O)R^5$, $-SO_2R^5$, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

A is [[Q or]] $-(U)_nZ$, where

[[Q is  ;]]

n is 0 or 1, and U is C_1-C_4 alkyl, C_2-C_4 alkenyl or C_2-C_4 alkynyl; where each alkyl, alkenyl or alkynyl is optionally substituted with up to five groups independently selected from oxo, halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, -$NR^4SO_2R^5$, -$SO_2NR^6R^4$, -$C(O)R^6$, -$C(O)OR^6$, -$OC(O)R^6$, -$NR^4C(O)OR^5$, -$NR^4C(O)CR^6$, -$C(O)NR^4R^6$, -NR^4R^6, -$NR^4C(O)NR^4R^6$, -$NR^4C(NCN)NR^4R^6$, -OR^6, -$S(O)R^5$, -SO_2R^5, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

Z is  [[or]]  ;

where ~~W, V and Y~~ W and V are selected independently from CR^7R^8, CR^8R^9, O, NR^6, S, SO, SO_2, provided

if W is O, NR^6, S, SO, SO_2, then V is CR^8R^9[[,]] ;

~~if V is O, NR^6, S, SO, SO_2, then W and Y are each CR^8R^9, and~~

~~if Y is O, NR^6, S, SO, SO_2, then V is CR^8R^9;~~

Z includes one or more R^8 or R^9 groups, wherein said R^8 and R^9 groups may be bonded to the same or different atoms;

R^4 is H or C_{1-6} alkyl;

R^5 is trifluoromethyl, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, where each alkyl, cycloalkyl, aryl, heteroaryl, heterocyclyl and heterocyclylalkyl is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, OR^6, NR^4R^6, trifluoromethyl,

difluoromethoxy, trifluoromethoxy, azido, aryl, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

R^6, R^8 and R^9 are independently selected from hydrogen, trifluoromethyl, C_1-C_{10} alkyl, $(CH_2)_{0-4}C_3$-C_{10} cycloalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, where each alkyl, cycloalkyl, aryl, heteroaryl and heterocyclyl is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, OR^6, NR^6R^8, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided if R^6 is directly bonded to Z, then R^6 is not hydrogen;

R^7 is hydrogen, halogen, cyano, nitro, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_2-C_{10} alkynyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, $-NR^4SO_2R^5$ $-SO_2NR^6R^4$, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^4C(O)OR^5$, $-NR^4C(O)R^6$, $-C(O)NR^4R^6$, $-NR^4R^6$, $-NR^4C(O)NR^4R^6$, $-OR^6$, $-S(O)R^5$, $-SO_2R^5$, where each of the above alkyl, alkenyl, alkynyl, cycloalkyl, aryl, heteroaryl and heterocyclyl portion of R^3 is optionally substituted with one to five groups independently selected from oxo, halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, $-NR^4SO_2R^5$, $-SO_2NR^6R^4$, $-C(O)R^6$, $-C(O)OR^6$, $-OC(O)R^6$, $-NR^4C(O)OR^5$, $-NR^4C(O)CR^6$, $-C(O)NR^4R^6$, $-NR^4R^6$, $-NR^4C(O)NR^4R^6$, $-NR^4C(NCN)NR^4R^6$, $-OR^6$, $-S(O)R^5$, $-SO_2R^5$, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl;

an R^4 group and an R^6 group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms;

an R^6 group and an R^8 group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl,

difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms;

an R^7 group and an R^8 group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms; and

an R^8 group and an R^9 group may be independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

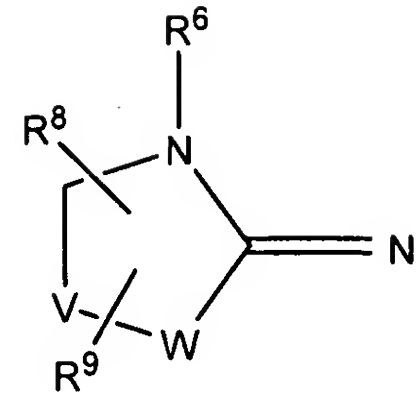
2. (Original) The compound of claim 1, wherein R^2 is a C_{1-8} alkyl having a terminal carbon atom bound to one of the ring atoms of R^1.

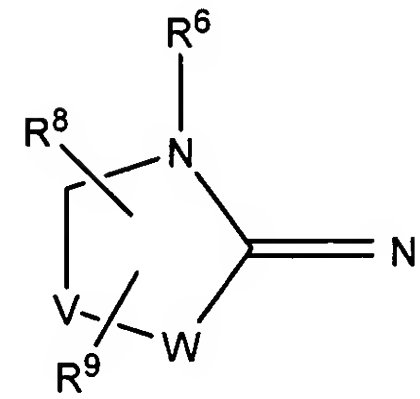
3. (Original) The compound of claim 1, wherein an A group is bonded to at least one of the carbons at the 6 or 7 position of the bicyclic ring.

4. (Presently amended) The compound of claim 1, wherein R^2 is hydrogen, and R^3 is hydrogen or OR^6~~, and X is N or C-CN~~.

5. (Presently amended) The compound of claim 3, wherein R^3 is hydrogen or OR^6, and n is 0~~, and X is N or C-CN~~.

6. (Original) The compound of claim 1, wherein R^2 is hydrogen.

7. (Presently amended) The compound of claim 1, wherein Z is  , and W is O ~~and X is CR^8R^9~~ .

8. (Presently amended) The compound of claim 5, wherein Z is  , and W is O ~~and X is CR^8R^9~~ .

9. (Original) The compound of claim 1, wherein the R^4 group and the R^6 group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

10. (Original) The compound of claim 1, wherein the R^6 group and the R^8 group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

11. (Original) The compound of claim 1, wherein the R^7 group and the R^8 group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each

ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms

12. (Original) The compound of claim 1, wherein the R^8 group and the R^9 group are independently joined to complete a 3 to 10 membered cyclic ring optionally containing additional heteroatoms selected from the group consisting of O, S, SO, SO_2 and NR^6 where each ring carbon may be optionally substituted with one to three groups independently selected from halogen, cyano, nitro, trifluoromethyl, difluoromethoxy, trifluoromethoxy, azido, aryl, OR^8, NR^6R^8, heteroaryl, arylalkyl, heteroarylalkyl, heterocyclyl, and heterocyclylalkyl; provided said ring does not contain two adjacent O or two adjacent S atoms.

13. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 1 to said mammal.

14. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 2 to said mammal.

15. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 3 to said mammal.

16. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 4 to said mammal.

17. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 5 to said mammal.

18. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 6 to said mammal.

19. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 7 to said mammal.

20. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 8 to said mammal.

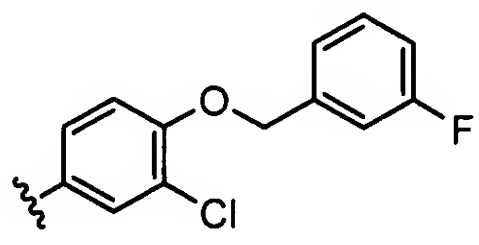
21. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 9 to said mammal.

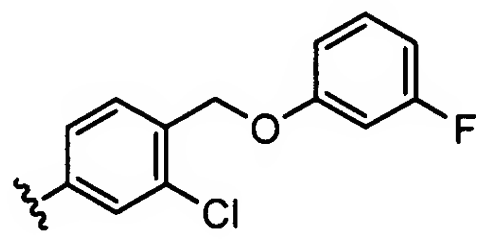
22. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 10 to said mammal.

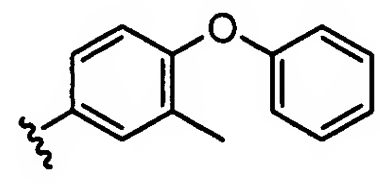
23. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 11 to said mammal.

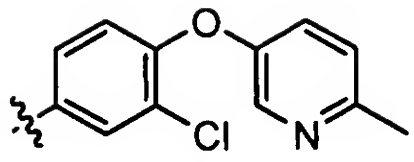
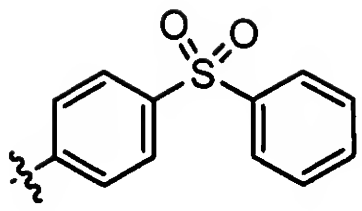
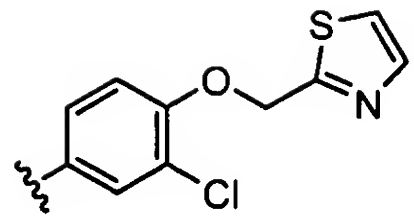
24. (Withdrawn) A method of treating hyperproliferative diseases in a mammal comprising administering a therapeutically effective amount of the compound defined in claim 12 to said mammal.

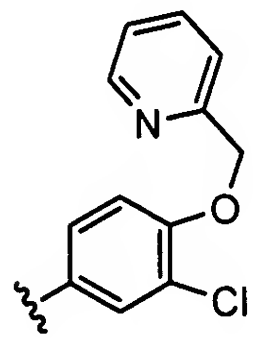
25. (New) The compound of claim 1, wherein R^1 is selected from the structures:







and 

26. (New) The compound of claim 7, wherein R^6 is an optionally substituted alkyl or cycloalkyl.

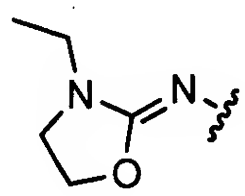
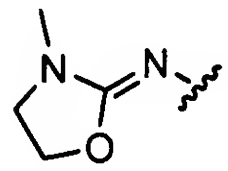
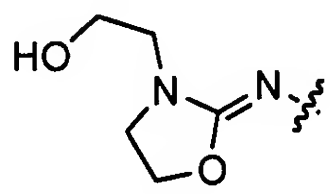
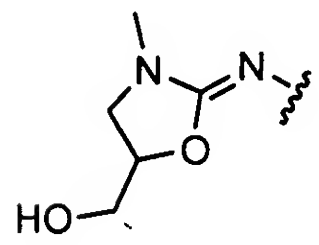
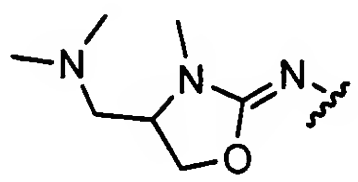
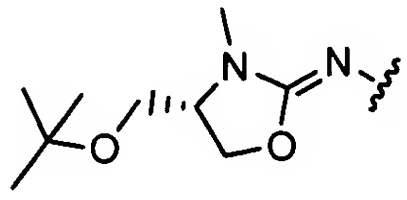
27. (New) The compound of claim 26, wherein R^6 is methyl, ethyl, CH_2CF_3, CH_2CH_2OH, or cyclopropyl.

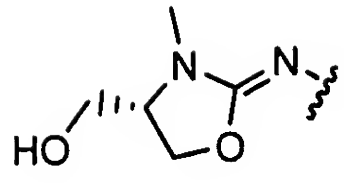
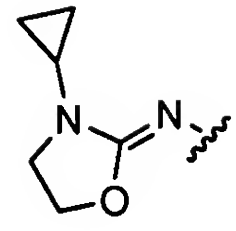
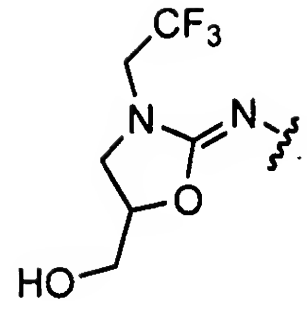
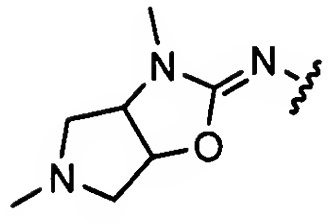
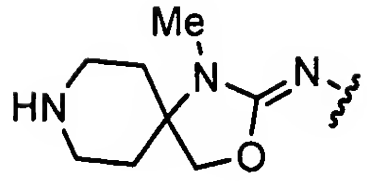
28. (New) The compound of claim 26, wherein R^8 and R^9 are independently an optionally substituted alkyl.

29. (New) The compound of claim 28, wherein R^8 and R^9 are independently CH_2OH, CH_2NMe_2 or CH_2O-t-butyl.

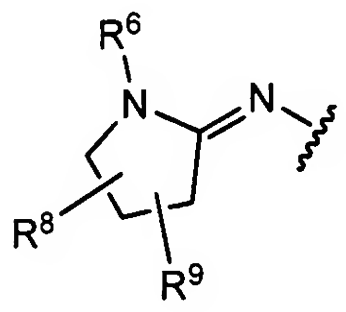
30. (New) The compound of claim 26, wherein R^8 and R^9 together with the atoms to which they are attached form an optionally substituted heterocyclic ring.

31. (New) The compound of claim 7, wherein Z is selected from the structures:

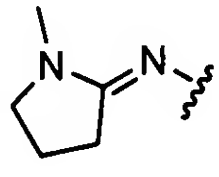
32. (New) The compound of claim 1, wherein Z is



33. (New) The compound of claim 32, wherein R^6 is an optionally substituted alkyl.

34. (New) The compound of claim 33, wherein Z is methyl

35. (New) The compound of claim 34, wherein Z is



36. (New) The compound of claim 1, selected from:

N4-[3-Chloro-4-(3-fluorobenzyloxy)-phenyl]-N6-(3-methyl-oxazolidin-2-ylidene)-quinazoline-4,6-diamine;

N-4-[3-Chloro-4-(3-fluorobenzyloxy)-phenyl]-N6-(3-ethyl-oxazolidin-2-ylidene)-quinazoline-4,6-diamine;

(2-{4-[3-Chloro-4-(3-fluorobenzyloxy)-phenylamino]-quinazolin-6-ylimino}-3-methyl-oxazolidin-5-yl)-methanol;

2-(2-{4-[3-Chloro-4-(3-fluorobenzyloxy)-phenylamino]-quinazolin-6-ylimino}-oxazolidin-3-yl)-ethanol;

N-4-[3-Chloro-4-(3-fluorobenzyloxy)-phenyl]-N6-(4-dimethylaminomethyl-3-methyl-oxazolidin-2-ylidene)-quinazoline-4,6-diamine;

(*S*)-N6-(4-tert-Butoxymethyl-3-methyl-oxazolidin-2-ylidene)-N4-[3-chloro-4-(3-fluoro-phenoxymethyl)-phenyl]-quinazoline-4,6-diamine;

(S)-(2-{4-[3-Chloro-4-(3-fluorophenoxymethyl)-phenylamino]-quinazolin-6-ylimino-3-methyl-oxazolidin-4-yl)-methanol;

(2-{4-[3-Chloro-4-(3-fluorophenoxymethyl)-phenylamino]-quinazolin-6-ylimino}-3-methyl-oxazolidin-5-yl)-methanol;

{3-Methyl-2-[4-(3-methyl-4-phenoxyphenylamino)-quinazolin-6-ylimino]-oxazolidin-5-yl}-methanol;

(2-{4-[3-Chloro-4-(6-methylpyridin-3-yloxy)-phenylamino]-quinazolin-6-ylimino}-3-methyl-oxazolidin-5-yl)-methanol;

N4-(4-Benzenesulfonylphenyl)-N6-(3-methyloxazolidin-2-ylidene)-quinazoline-4,6-diamine;

{2-[4-(4-Benzenesulfonylphenylamino)-quinazolin-6-ylimino]-3-methyl-oxazolidin-5-yl}-methanol;

N4-(4-Benzenesulfonylphenyl)-N6-(3-cyclopropyloxazolidin-2-ylidene)-quinazoline-4,6-diamine;

N6-(Dimethylhexahydropyrrolo[3,4-d]oxazol-2-ylidene)-N4-(3-methyl-4-phenoxyphenyl)-quinazoline-4,6-diamine;

N4-[3-Chloro-4-(thiazol-2-ylmethoxy)-phenyl]-N6-(3-methyloxazolidin-2-ylidene)-quinazoline-4,6-diamine;

N4-[3-Chloro-4-(pyridin-2-ylmethoxy)-phenyl]-N6-(dimethyl-3-oxa-1,8-diaza-spiro[4.5]dec-2-ylidene)-quinazoline-4,6-diamine;

[2-{4-[3-Chloro-4-(3-fluorobenzyloxy)-phenylamino]-quinazolin-6-ylimino}-3-(2,2,2-trifluoroethyl)-oxazolidin-5-yl]-methanol; and

N4-[3-Chloro-4-(3-fluorobenzyloxy)-phenyl]-N6-(1-methylpyrrolidin-2-ylidene)-quinazoline-4,6-diamine.